

ORGANIZATION OF CORPORATION
UPON WRITTEN CONSENT OF THE SOLE MEMBER
OF THE BOARD OF DIRECTORS
OF
CARIBBEAN TOURISM ORGANIZATION – USA, INC.

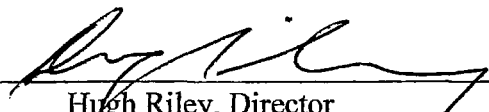
The undersigned, being the sole member of the Board of Directors of the CARIBBEAN AMERICAN TOURISM ORGANIZATION – USA, INC., a New York corporation (the "Corporation"), does hereby consent to the following:

1. The form of bylaws attached hereto is adopted as the bylaws of the Corporation.
2. The following individuals are duly elected to the offices indicated opposite their names below:

President	Hugh Riley
Secretary	Luther Miller
Treasurer	Luther Miller
Assistant Secretary	Marcia Napier
Assistant Treasurer	Keith Lindsay

3. The officers of the Corporation shall have such duties and possess such authority as are set forth in the bylaws of the Corporation.

6th IN WITNESS WHEREOF, the undersigned has executed this consent as of the day of Feb, 2008.



Hugh Riley, Director

3/4/2008

EXHIBIT B

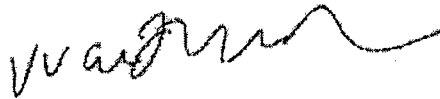
CARIBBEAN TOURISM ORGANIZATION – USA, INC.

CONSENT OF SOLE SHAREHOLDER

The undersigned, being the sole shareholder of the Caribbean Tourism Organization – USA, Inc., a New York corporation (the “Corporation”), hereby consents to and elects Mr. Hugh Riley, as the sole Director of the Corporation effective on and as of December 01, 2007. Mr. Hugh Riley shall serve as the sole Director of the Corporation until he is removed, or until his successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 29th day of January 2008.

CARIBBEAN TOURISM ORGANIZATION



By: _____

Name: Vincent Vanderpool-Wallace

Title: Secretary General/Chief Executive Officer